

ByLaws Change Summary & Clarification

BYLAWS INSTEAD OF CONSTITUTION

- Switch from a “Constitution” as the governing document to “Bylaws”, which brings us in line with current legal requirements.

ARTICLE ONE OF BYLAWS

CHANGE TO ARTICLE III of CONSTITUTION

- Current constitution only lists three reasons for disfellowship and those may be open to interpretation. This change gives the authority to disfellowship a church **solely to the messengers** with $\frac{3}{4}$ vote for any reason.
- Our current constitution states this in Section 4 – Authority: “This body shall be wholly advisory, and shall never assume any ecclesiastical authority over the churches.” This is now stated more clearly in the charter which supersedes the bylaws. Section 10 of the charter now states in part “*the Network shall have no authority of any kind over another Baptist general body **or church**. It shall defend and respect the autonomy of each Baptist church, the church’s right of self governance and its freedom from any ecclesiastical control*”

ARTICLE TWO OF BYLAWS

CHANGE TO ARTICLE IV of CONSTITUTION (*also affects ARTICLE VI*)

- Currently the only way listed to notify messengers is written letter only. This change adds email notification as an available option.
- Currently we have to notify by writing two weeks before a special called meeting or ninety days before a meeting to discuss changes to governing documents. This change makes it a flat thirty day prior notification for both.
- Currently we do not have a quorum (*minimum representation percentage*) in our constitution. This change adds a quorum requirement of 20% of the churches in fellowship be represented by at least one messenger in order for the messengers to conduct business.

ARTICLE THREE OF BYLAWS

CHANGE TO ARTICLE V of CONSTITUTION

- Changes the board from two teams (*MDT and Admin*) to one unified board of trustees. The range of members (*three to seventeen*) allows us enough flexibility for continuity while not locking us into a board size in the future. Three is the legal minimum under Tennessee Law.
- Adds “Baptist Faith & Message 2000” to qualifications for Trustees. Currently our constitution has no requirement for trustees to affirm anything, not even scripture.
- Adds the option of “Trustee Emeritus”. An experienced prior trustee who no can attend and offer insight at meetings but does not have a vote
- Adds a requirement of five day written notice (*mail or email*) for special called **board** meetings.
- Adds allowance for Trustees to participate in meetings and vote remotely by conference call, video conferencing, etc, when it allows them to hear and be heard in real time. It does not allow voting by proxy (*mail or email*), director voting by proxy is prohibited by Tennessee law.

ARTICLE FOUR OF BYLAWS

CHANGE TO ARTICLE V of CONSTITUTION

- Limits the role of Moderator/Vice Moderator to presiding over messenger meetings only.
- Continues the practice of having the officer of Treasurer be separate from DOM, however the Treasurer would be a board member nominated by the board to serve as treasurer concurrent to his/her term as a trustee.
- Adds language that the president and secretary can not be the same person per Tennessee Law.

ARTICLES FIVE, SIX, and EIGHT OF BYLAWS

ADDITIONS THAT ARE NOT IN OUR CURRENT CONSTITUTION.

- This level of accountability is not in our current governing documents but legal counsel advises they are a necessity to clearly lay out indemnification and liability.

ARTICLE SEVEN OF BYLAWS

CHANGE TO ARTICLE V of CONSTITUTION

- This article creates an Executive committee of the Board. This committee will act in a way similar to our current administrative team in overseeing the day to day business of the association.
- The executive committee is also tasked with evaluating the association staff

ARTICLE NINE OF BYLAWS

ADDITIONS THAT ARE NOT IN OUR CURRENT CONSTITUTION.

- This article lays out in more detail the financial and fiduciary actions of the association as it relates to the treasurer and other officers.
- Where funds are deposited is now at the discretion and direction of the board.

ARTICLE TEN OF BYLAWS

ADDITIONS THAT ARE NOT IN OUR CURRENT CONSTITUTION.

- This article spells out our tax exempt status as a non profit in accordance with our charter.

ARTICLE TEN OF BYLAWS

CHANGE TO ARTICLE VI of CONSTITUTION

- The percentage of messenger approval needed to amend the bylaws changes from three quarter to two thirds and the amount of time needed for the written notice changes from ninety days to a minimum of thirty, maximum of two months.